

DAVIS MALM &  
D'AGOSTINE P.C.  
ATTORNEYS AT LAW

Thomas S. Fitzpatrick

April 24, 2003

Tony Rudston, CEO  
GlobalWare Solutions, Inc.  
200 Ward Hill Avenue  
Haverhill, MA 01835

Re: Transitional Employment Agreement between James R. Bartlett with GlobalWare Solutions, Inc. (the "Company")

Dear Mr. Rudston:

As you know, Davis, Malm & D'Agostine, P.C. represents James R. Bartlett. Enclosed you will find a copy of a series of e-mails between Erickson Shirley and Mr. Bartlett. As you will see, in two of his e-mails to Mr. Bartlett (dated April 3, 2003 and April 23, 2003), Mr. Shirley threatens the "initiation of a legal action" against Mr. Bartlett. It is clear that Mr. Shirley's claim, or claims, arise from Mr. Bartlett's service as an officer and director of the Company.

Pursuant to Section 1 of the Company's Transitional Employment Agreement with Mr. Bartlett dated February 12, 2003, the Company agreed to "defend at its expense, any claims brought against Bartlett by reason of his service as an officer and/or director of the Company, including but not limited to any claims brought by shareholders or creditors of the Company...." Plainly, Mr. Shirley's claim, or claims, comes within the scope of the Company's contractual obligation to provide Mr. Bartlett with a defense, at its expense. Please call me at your earliest convenience to discuss the selection of counsel to represent Mr. Bartlett with respect to this threatened litigation. I also request that you send me a copy of the Company's current directors' and officers' liability insurance policy.

Mr. Shirley's most recent e-mail includes the statement that "the new management has informed you [Bartlett] that an audit has discover[ed] many other wrongful acts on your part, including embezzlement and fraud." It is obvious that Mr. Shirley was referring to the Argus Management Corporation report dated April 2, 2003 sent to the Company's Board of Directors. It is equally obvious that our concern that the information in that report would be improperly disseminated was

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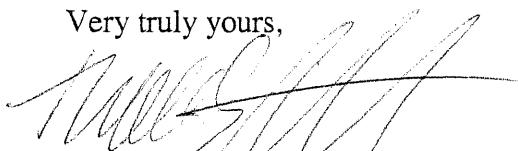
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well-placed. That concern led to the letter I sent to you and your fellow directors on April 9, 2003, concerning the report and the necessity that its contents be kept confidential. Will you kindly advise me as to the identity of the individual who discussed, or shared, the report with Mr. Shirley as well as the identity of anyone else to whom the report, or its contents, have been disclosed?

Very truly yours,



Thomas S. Fitzpatrick

TSF:dac

Enclosure

cc: James M. Bartlett (w/encl.)  
Christopher Manno, Esq. (w/encl.)  
Siri Boreske, Esq. (w/encl.)

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**Jim Bartlett**

**From:** "moe25moe25 SHIRLEY" <moe25moe25@msn.com>  
**To:** "Jim Bartlett" <bart1818@attbi.com>  
**Sent:** Wednesday, April 23, 2003 2:21 PM  
**Subject:** Re: settlement

Jim,

Due to my mother's death I was unable to reply to your email sooner.

Before you were forced to resign as CEO of Globalware, it's general counsel told you that your breaches of fiduciary duty and other wrongful conduct damaged Globalware and its investors in an amount exceeding one million dollars. Since then, the new management has informed you that an audit has discovered many other wrongful acts on your part, including embezzlement and fraud. I am willing to discuss your wrongful acts and the settlement of them with you and your attorney. If you have an interest in such settlement talks please contact me by the end of this week. Settlement of this matter after the initiation of a legal action will be far more costly to the defendants.

Apparently, an investigation by Globalware has revealed that you have attempted to shield your assets from any judgments. I have seen this tried before and I can assure you that not only will such deception not shield your assets, but your actions will be used as evidence to show your wrongful intent.

Erickson

--- Original Message ---

**From:** Jim Bartlett  
**Sent:** Friday, April 04, 2003 5:59 PM  
**To:** moe25moe25 SHIRLEY  
**Cc:** Jim Bartlett  
**Subject:** Re: settlement

Erickson, If you think that I breached my fiduciary responsibility, put your contentions in writing, provide specifics and we can go from there.

--- Original Message ---

**From:** moe25moe25 SHIRLEY  
**To:** Jim Bartlett  
**Sent:** Thursday, April 03, 2003 12:39 PM  
**Subject:** Re: settlement

Jim,

Since your departure from Globalware, unequivocal evidence has been found showing that you flagrantly breached your fiduciary duties while CEO and Chairmen of Globalware. These breaches include deceiving shareholders, self dealing, fraud and embezzlement. Additionally, this evidence shows that your family and other Globalware executives were involved in these

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J Bartlett

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acts. I intend to proceed against all parties involved in these wrongful acts.

I have no interest in your stock. I am seeking a monetary settlement. If you are interested in settling this matter, I suggest a conference call to that end with you, your attorney and myself and my attorney. Please let me know if you have an interest in such discussions. Settlement of this matter after the initiation of a legal action will be far more costly to the defendants.

Erickson

----- Original Message -----

**From:** Jim Bartlett  
**Sent:** Tuesday, April 01, 2003 6:26 PM  
**To:** Erickson Shirley  
**Cc:** Jim Bartlett  
**Subject:** Fw: settlement

Please advise!

----- Original Message -----

**From:** Bartlett, Jim  
**To:** 'moe25moe25 SHIRLEY'  
**Sent:** Wednesday, March 26, 2003 5:11 PM  
**Subject:** settlement

I think it would be best if our discussion is in e-mail form. How do you feel about an independent appraisal of the company prior to the next round?

-----Original Message-----

**From:** moe25moe25 SHIRLEY [mailto:[moe25moe25@msn.com](mailto:moe25moe25@msn.com)]  
**Sent:** Wednesday, March 26, 2003 12:07 PM  
**To:** [jbartlett@gwsmail.com](mailto:jbartlett@gwsmail.com)  
**Subject:** settlement

Jim,

I would like to discuss a possible settlement with you. I can be reached at 415 559 9277. If you get my voice mail, leave a number where I can reach you.

Erickson